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April 11, 2012

***Via Overnight Delivery***

Charles L.A. Terrini, Executive Director  
South Carolina Public Service Commission  
Saluda Building  
101 Executive Center Drive  
Columbia, SC 29210

**Re: Notification Regarding the Transfer of Indirect Control of  
AboveNet Communications, Inc. to Zayo Group, LLC**

Dear Mr. Terrini:

AboveNet, Inc. ("ABN-Parent"), AboveNet Communications, Inc. ("AboveNet") and Zayo Group, LLC ("Zayo") (collectively, the "Parties") hereby notify the South Carolina Public Service Commission ("Commission") of the transfer of indirect control of AboveNet to Zayo (the "Transaction"). It is the Parties' understanding that Commission approval is not required to complete the transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

In support of this filing, the Parties state the following:

**Description of the Parties**

**A. ABN-Parent and AboveNet**

ABN-Parent is a publicly-held Delaware corporation (NYSE: ABVT) with principal offices located at 360 Hamilton Avenue, White Plains, New York 10601. AboveNet is a Delaware corporation and wholly-owned direct subsidiary of ABN-Parent. ABN-Parent and its subsidiaries, including AboveNet, are leading providers of dedicated end-to-end fiber optic infrastructure and high-bandwidth Internet connectivity, both domestically and internationally. Their optical network enables their corporate, carrier and governmental customers to implement data, video, Internet and multimedia applications.

Collectively, AboveNet and its subsidiaries are authorized to provide telecommunications services in 32 states and the District of Columbia. In South Carolina, AboveNet is

Beijing  
Boston  
Frankfurt  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Washington

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authorized to provide facilities-based and resold competitive local exchange and interexchange telecommunications services pursuant to Order No. 2000-660 issued in Docket No. 2000-201-C on August 15, 2000.<sup>1</sup> AboveNet is also authorized by the Federal Communications Commission ("FCC") to provide interstate and international telecommunications services.

**B. Zayo and 360networks**

Zayo is a Delaware limited liability company with principal offices at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. Zayo is a wholly-owned direct subsidiary of Zayo Group Holdings, Inc., a Delaware corporation and wholly-owned direct subsidiary of Communications Infrastructure Investments, LLC ("CII"), a Delaware limited liability company. CII has no majority owner.

Zayo (itself and through its subsidiaries) is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over dense regional and metropolitan fiber networks, enabling its customers to manage, operate, and scale their telecommunications and data networks. Zayo's services are primarily used by wireless service providers, national and regional carriers and other communications service providers, media and content companies, and certain bandwidth-intensive enterprises. Zayo's fiber networks span over 45,500 route miles, serve 70 metro markets in the District of Columbia and 42 states and connect to over 5,100 buildings, including approximately 2,250 cellular towers. These networks allow Zayo to provide bandwidth infrastructure services to customers over redundant fiber facilities between key customer locations.

In South Carolina, Zayo's subsidiary, 360networks (USA) inc. ("360networks"), is authorized to provide local exchange telecommunications services pursuant to Order No. 2001-76 issued in 2000-506-C and interexchange telecommunications services pursuant to Order No. 2000-286 and amended by Order No. 2000-666 issued in Docket No. 1999-355-C. Zayo and 360networks are also authorized by the FCC to provide domestic and/or international telecommunications services.

**Contact Information**

Questions or any correspondence or other materials pertaining to this filing should be directed to the following:

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<sup>1</sup> The authorization was originally granted in the name of Metromedia Fiber Network Services, Inc., which subsequently changed its name to AboveNet.

For Zayo:

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Brett P. Ferenczak  
Bingham McCutchen LLP  
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jean.kiddoo@bingham.com  
brett.ferenczak@bingham.com

with copies to:

Scott E. Beer  
General Counsel  
Zayo Group, LLC  
400 Centennial Parkway, Suite 200  
Louisville, CO 80027  
303-381-4664 (tel)  
303-226-5923 (fax)  
scott.beer@zayo.com

For ABN-Parent and AboveNet:

Brad Mutschelknaus  
Joan M. Griffin  
Winafred Brantl  
KELLEY DRYE & WARREN LLP  
3050 K Street, N.W.  
Washington, D.C. 20007  
202-342-8819 (tel)  
202-342-8451 (fax)  
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with copies to:

Jill Sandford  
Associate General Counsel  
AboveNet, Inc.  
360 Hamilton Avenue  
White Plains, NY 10601  
914-421-7585 (tel)  
914-421-6793 (fax)  
jsandford@abovenet.net

**Description of the Transaction**

Pursuant to the Agreement and Plan of Merger, dated as of March 18, 2012, by and among Zayo, Voila Sub, Inc. (a wholly-owned direct subsidiary of Zayo created for purposes of the merger) ("Merger Sub") and ABN-Parent (the "Agreement"), Zayo will acquire all of the outstanding equity interests in ABN-Parent. Specifically, Merger Sub will merge with and into ABN-Parent, whereupon the separate existence of Merger Sub will cease and ABN-Parent will be the surviving corporation. As a result, ABN-Parent will become a wholly-owned direct subsidiary of Zayo. AboveNet will remain a direct subsidiary of ABN-Parent and, therefore, AboveNet will become an indirect subsidiary of Zayo. Diagrams depicting the pre- and post-transaction corporate organization structures are appended hereto as Exhibit A.

Zayo is managerially, technically, and financially well-qualified to complete the Transaction. As noted above, Zayo and its subsidiaries are currently authorized to provide telecommunications services in the District of Columbia and 42 states, including South Carolina. For additional detail on the financial and managerial qualifications of Zayo, please see [www.zayo.com](http://www.zayo.com).

**Public Interest Considerations**

The Parties submit that the Transaction described herein will serve the public interest. As part of Zayo, AboveNet will continue to provide high-quality telecommunications

Charles L.A. Terrini, Executive Director  
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services to consumers while gaining access to the additional resources and operational expertise of Zayo. AboveNet will also benefit by being able to offer services to multi-location business and enterprise customers across a larger footprint in combination with Zayo. AboveNet's network complements Zayo's network and the acquisition will increase Zayo's existing fiber footprint, making Zayo, 360networks and AboveNet stronger competitors and thereby benefit consumers.

The current customers of AboveNet will remain customers of AboveNet immediately following the Transaction. Accordingly, the Transaction will be seamless to customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing. Any future changes to the rates, terms and conditions of service will be undertaken pursuant to the customers' contracts and applicable law. The only immediate change resulting from the Transaction will be that AboveNet will be ultimately owned by Zayo.

\* \* \* \*

An original and fifteen (15) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. Please do not hesitate to contact us if you have any questions.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferencak

Counsel for Zayo Group, LLC

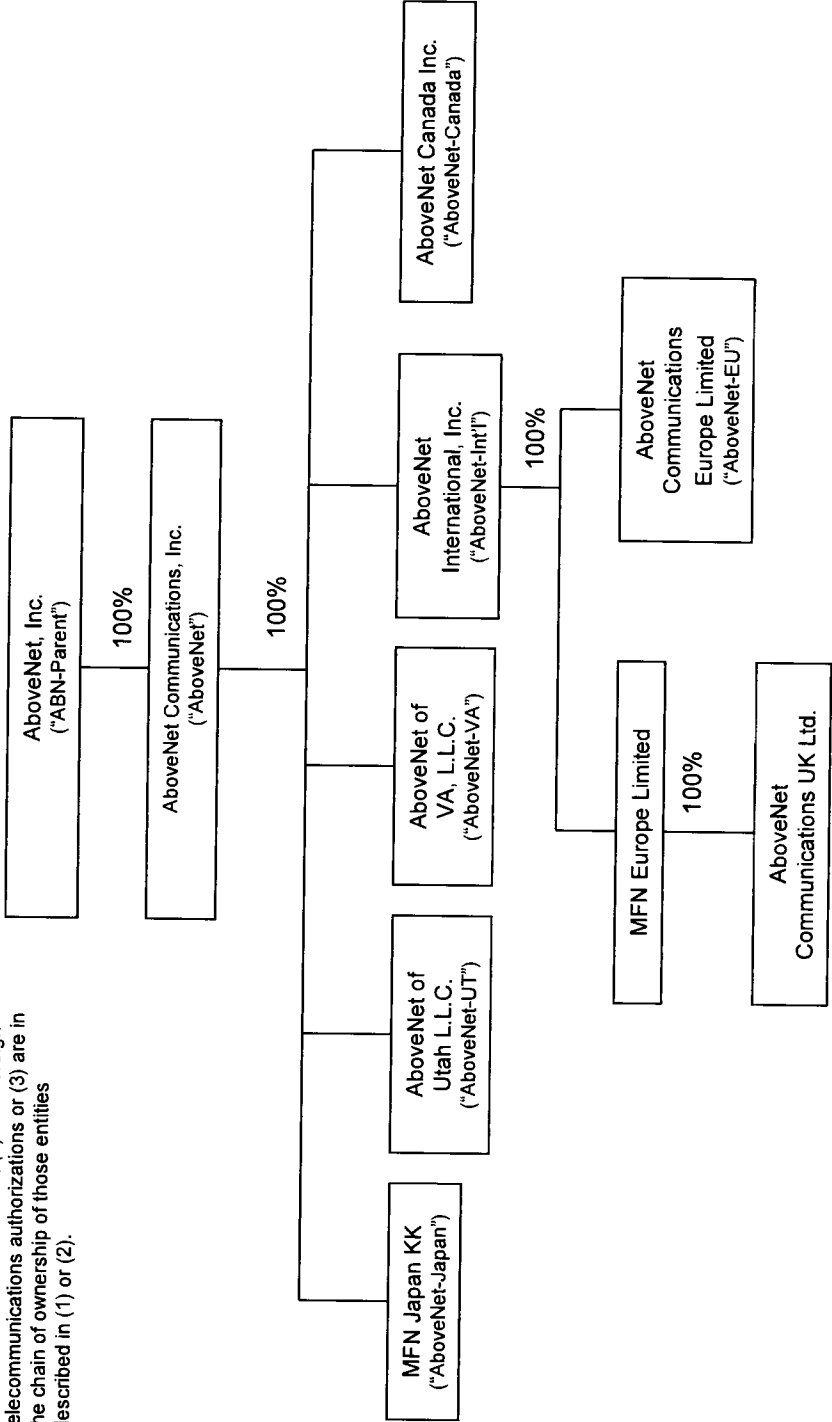
cc: Joan M. Griffin (Kelley Drye)

**EXHIBIT A**

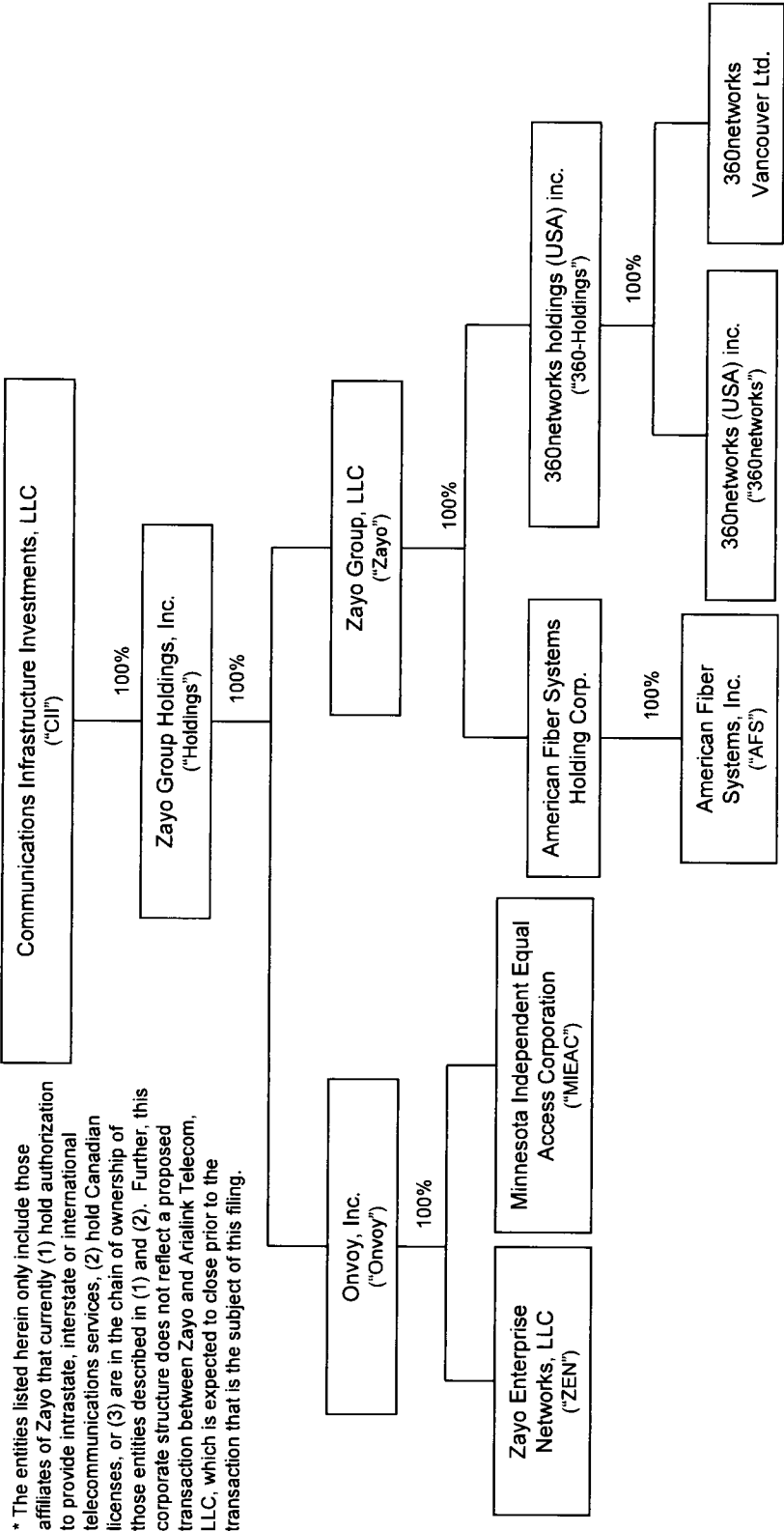
**Pre- and Post-Transaction Corporate Organizational Structure**

Current Corporate Structure of AboveNet\*

\* The entities listed herein only include those affiliates of AboveNet that (1) hold authorization to provide intrastate, interstate or international telecommunications services, (2) hold foreign telecommunications authorizations or (3) are in the chain of ownership of those entities described in (1) or (2).

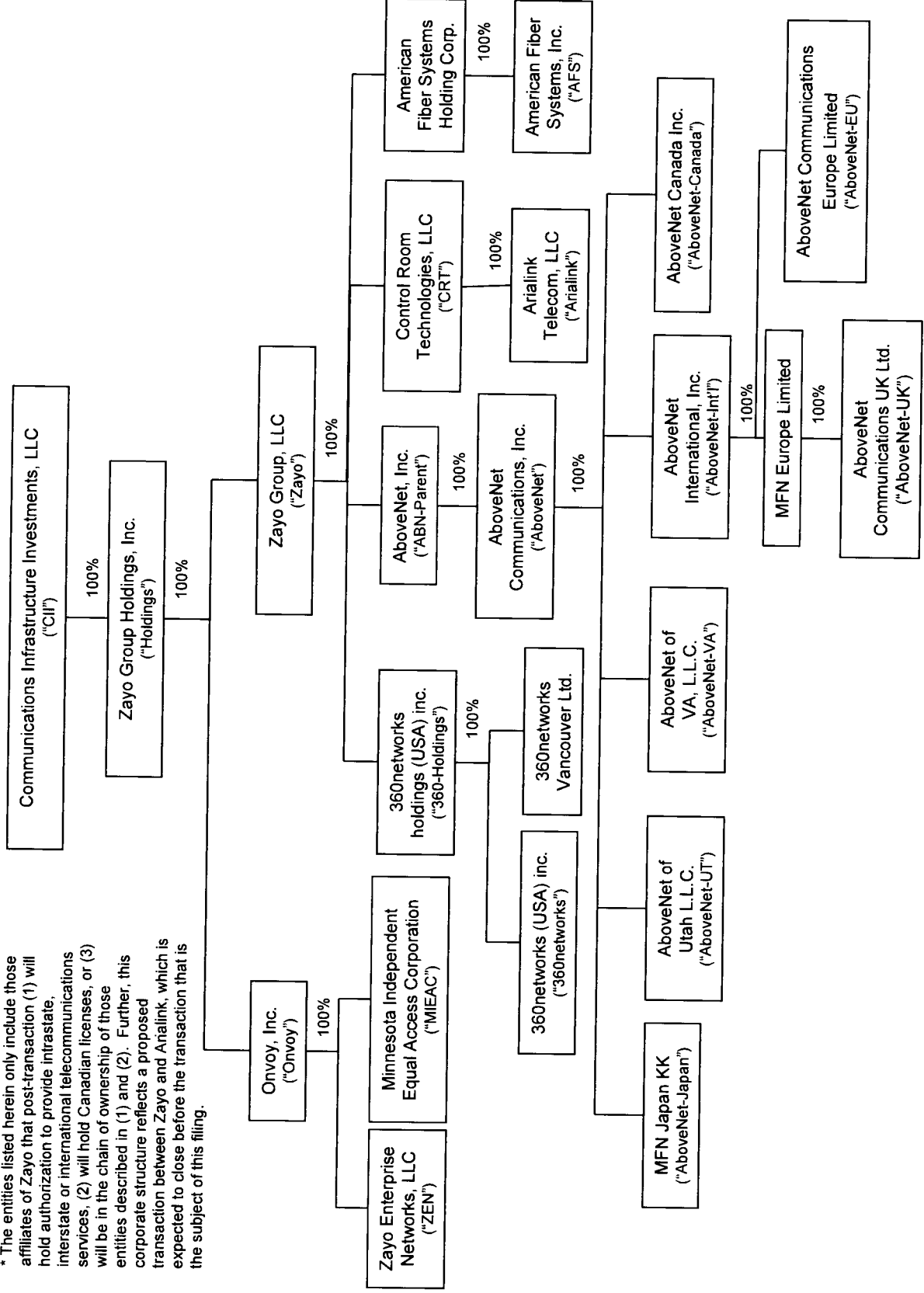


Current Corporate Structure of Zayo\*



# Post-Transaction Corporate Structure of Zayo and AboveNet\*

\* The entities listed herein only include those affiliates of Zayo that post-transaction (1) will hold authorization to provide intrastate, interstate or international telecommunications services, (2) will hold Canadian licenses, or (3) will be in the chain of ownership of those entities described in (1) and (2). Further, this corporate structure reflects a proposed transaction between Zayo and Aerialink, which is expected to close before the transaction that is the subject of this filing.





## **VERIFICATIONS**

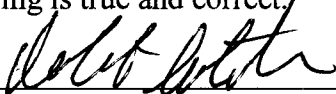
STATE OF NEW YORK  
COUNTY OF WESTCHESTER

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§  
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## VERIFICATION

I, Robert Sokota, state that I am Senior Vice President, General Counsel and Secretary of AboveNet, Inc.; that I am authorized to make this Verification on behalf of AboveNet, Inc. and its subsidiaries, which include AboveNet Communications, Inc., (collectively "AboveNet"); that I have read the foregoing document; and that the statements in the foregoing document with respect to AboveNet, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information and belief.

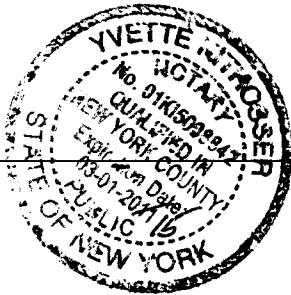
I declare under penalty of perjury that the foregoing is true and correct.



Subscribed and sworn to before me this 19 day of  
March, 2012.

  
Notary Public

My Commission expires: \_\_\_\_\_

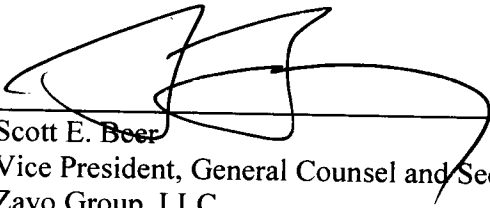


2012 MAR 19 PM 4:00  
NOTARY PUBLIC  
YVETTE M. PROSSER

## VERIFICATION

I, Scott E. Beer, am Vice President, General Counsel and Secretary of Zayo Group, LLC and its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 21 day of March 2012.



Scott E. Beer  
Vice President, General Counsel and Secretary  
Zayo Group, LLC